

RECORDATION NO. 26378 FILED

JUN 06 '06 12:10 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

June 6, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of May 12, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: ICX Corporation, d/b/a RBS Asset Finance  
Two Summit Park Dr, Suite 300  
Cleveland, OH 44131

Lessee: Union Pacific Railroad Company  
1400 Douglas Street  
Omaha, NE 68179

Mr. Vernon A. Williams  
June 6, 2006  
Page 2

A description of the railroad equipment covered by the enclosed document is:

97 box cars: ARMN 725300 – ARMN 725399 (excluding ARMN 725338, ARMN 725353 and ARMN 725379).

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

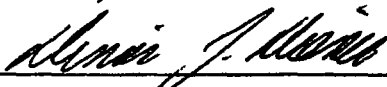
(Base Term Rider No. 006 to Master Lease Agreement No. 1488 dated June 30, 2005)

This Memorandum of Lease is entered into as of May 12, 2006, by and between ICX Corporation, d/b/a **RBS ASSET FINANCE**, an Ohio corporation having its principal place of business at Two Summit Park Dr., Suite 300, Cleveland, OH 44131 ("Lessor") and Union Pacific Railroad Company, a Delaware corporation having its principal place of business at 1400 Douglas Street, Omaha, NE 68179 ("Lessee").

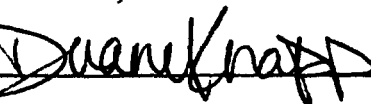
1. Lessor is the owner of ninety-seven (97) Mechanical Refrigerator Box Cars bearing identification numbers, (collectively, the "Railcars"): See Attached Exhibit A.
2. Lessor and Lessee have entered into a Base Term Rider issued pursuant to Master Lease Agreement No. 1488 dated June 30, 2005, pursuant to which Lessor will lease the Railcars to Lessee for an initial term of 120 months commencing June 1, 2006.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

ICX Corporation, d/b/a **RBS ASSET FINANCE**, Lessor

By   
Name Dennis J. Diemer  
Vice President  
Title \_\_\_\_\_

**UNION PACIFIC RAILROAD COMPANY**, Lessee

By   
Name Duane Knapp  
Title Sr Manager Leasing

State of Ohio            )  
                                  ) ss:  
County of Cuyahoga    )

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, d/b/a **RBS ASSET FINANCE**, an Ohio corporation (the "Corporation"), by Dennis Diemer its Vice President, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 31st day of MAY, 2006.

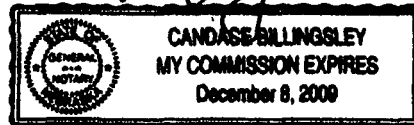
Debra A. Green  
~~DEBRA A. GREEN~~  
NOTARY PUBLIC • STATE OF OHIO  
My commission expires Dec. 3, 2006

State of Nebraska     )  
                                  ) ss:  
County of Douglas     )

BEFORE ME, a Notary Public in and for said County and State, personally appeared Union Pacific Railroad Company, a Delaware corporation (the "Corporation"), by Duane Knapp its SR Manager Leasing who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Omaha, Nebraska, this 23 day of May, 2006

Candace M. Billingsley  
Notary Public



## EXHIBIT A

Ninety-Seven (97) Mechanical Refrigerator Box Cars, refurbished and bearing the marks and road numbers listed below.

<u>Current or Previous Car Mark</u>	<u>Current or Previous Car #</u>	<u>Current or Anticipated Car Mark</u>	<u>Current or Anticipated Car #</u>
VCY/UPFE	25300	ARMN	725300
VCY/UPFE	25301	ARMN	725301
VCY/UPFE	25302	ARMN	725302
VCY/UPFE	25303	ARMN	725303
VCY/UPFE	25304	ARMN	725304
VCY/UPFE	25305	ARMN	725305
VCY/UPFE	25306	ARMN	725306
VCY/UPFE	25307	ARMN	725307
VCY/UPFE	25308	ARMN	725308
VCY/UPFE	25309	ARMN	725309
VCY/UPFE	25310	ARMN	725310
VCY/UPFE	25311	ARMN	725311
VCY/UPFE	25312	ARMN	725312
VCY/UPFE	25313	ARMN	725313
VCY/UPFE	25314	ARMN	725314
VCY/UPFE	25315	ARMN	725315
VCY/UPFE	25316	ARMN	725316
VCY/UPFE	25317	ARMN	725317
VCY/UPFE	25318	ARMN	725318
VCY/UPFE	25319	ARMN	725319
VCY/UPFE	25320	ARMN	725320
VCY/UPFE	25321	ARMN	725321
VCY/UPFE	25322	ARMN	725322
VCY/UPFE	25323	ARMN	725323
VCY/UPFE	25324	ARMN	725324
VCY/UPFE	25325	ARMN	725325
VCY/UPFE	25326	ARMN	725326
VCY/UPFE	25327	ARMN	725327
VCY/UPFE	25328	ARMN	725328
VCY/UPFE	25329	ARMN	725329
VCY/UPFE	25330	ARMN	725330
VCY/UPFE	25331	ARMN	725331
VCY/UPFE	25332	ARMN	725332
VCY/UPFE	25333	ARMN	725333
VCY/UPFE	25334	ARMN	725334
VCY/UPFE	25335	ARMN	725335
VCY/UPFE	25336	ARMN	725336

Current or Previous <u>Car Mark</u>	Current or Previous <u>Car #</u>	Current or Anticipated <u>Car Mark</u>	Current or Anticipated <u>Car #</u>
VCY/UPFE	25337	ARMN	725337
VCY/UPFE	25339	ARMN	725339
VCY/UPFE	25340	ARMN	725340
VCY/UPFE	25341	ARMN	725341
VCY/UPFE	25342	ARMN	725342
VCY/UPFE	25343	ARMN	725343
VCY/UPFE	25344	ARMN	725344
VCY/UPFE	25345	ARMN	725345
VCY/UPFE	25346	ARMN	725346
VCY/UPFE	25347	ARMN	725347
VCY/UPFE	25348	ARMN	725348
VCY/UPFE	25349	ARMN	725349
VCY/UPFE	25350	ARMN	725350
VCY/UPFE	25351	ARMN	725351
VCY/UPFE	25352	ARMN	725352
VCY/UPFE	25354	ARMN	725354
VCY/UPFE	25355	ARMN	725355
VCY/UPFE	25356	ARMN	725356
VCY/UPFE	25357	ARMN	725357
VCY/UPFE	25358	ARMN	725358
VCY/UPFE	25359	ARMN	725359
VCY/UPFE	25360	ARMN	725360
VCY/UPFE	25361	ARMN	725361
VCY/UPFE	25362	ARMN	725362
VCY/UPFE	25363	ARMN	725363
VCY/UPFE	25364	ARMN	725364
VCY/UPFE	25365	ARMN	725365
VCY/UPFE	25366	ARMN	725366
VCY/UPFE	25367	ARMN	725367
VCY/UPFE	25368	ARMN	725368
VCY/UPFE	25369	ARMN	725369
VCY/UPFE	25370	ARMN	725370
VCY/UPFE	25371	ARMN	725371
VCY/UPFE	25372	ARMN	725372
VCY/UPFE	25373	ARMN	725373
VCY/UPFE	25374	ARMN	725374
VCY/UPFE	25375	ARMN	725375
VCY/UPFE	25376	ARMN	725376
VCY/UPFE	25377	ARMN	725377
VCY/UPFE	25378	ARMN	725378
VCY/UPFE	25380	ARMN	725380
VCY/UPFE	25381	ARMN	725381
VCY/UPFE	25382	ARMN	725382
VCY/UPFE	25383	ARMN	725383
VCY/UPFE	25384	ARMN	725384
VCY/UPFE	25385	ARMN	725385
VCY/UPFE	25386	ARMN	725386

<b>Current or Previous <u>Car Mark</u></b>	<b>Current or Previous <u>Car #</u></b>	<b>Current or Anticipated <u>Car Mark</u></b>	<b>Current or Anticipated <u>Car #</u></b>
VCY/UPFE	25387	ARMN	725387
VCY/UPFE	25388	ARMN	725388
VCY/UPFE	25389	ARMN	725389
VCY/UPFE	25390	ARMN	725390
VCY/UPFE	25391	ARMN	725391
VCY/UPFE	25392	ARMN	725392
VCY/UPFE	25393	ARMN	725393
VCY/UPFE	25394	ARMN	725394
VCY/UPFE	25395	ARMN	725395
VCY/UPFE	25396	ARMN	725396
VCY/UPFE	25397	ARMN	725397
VCY/UPFE	25398	ARMN	725398
VCY/UPFE	25399	ARMN	725399



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

06/06/06

\_\_\_\_\_  
Robert W. Alvord